

PRIVATE & VERY CONFIDENTIAL

To: President Victor Yanukovich
From: Paul J. Manafort
Re: Launch of Public Affairs Plan
Date: February 20, 2010

The purpose of this memorandum is to lay out a plan to manage the strategy, public relations and international affairs for President Yanukovich.

BACKGROUND

Over the course of the last year, and specifically since June of 2009, I have been managing a Public and Government Relations program on your behalf that I created and paid for myself.

I created this structure because I knew that it was important for us to develop advocates within the diplomatic and political communities of Europe and the United States. I also felt that it was necessary to begin to disseminate on a regular and consistent basis information to the government, media and key elite professionals who were important and engage in Ukraine.

The focus of the program was to provide a steady stream of information on the campaign. The information dealt not only with the positive news being generated by the Yanukovich for President campaign, but also the Tymoshenko disinformation that was flooding Europe and the US through her paid agents in the capitals of many western countries.

I understood early on that I would not be able to win the war of Public Affairs but I wanted to establish a foundation from which I could build after the First Round and more importantly after the Second Round. My intention was to remove any possibility of Tymoshenko having credibility if she chose to challenge the results of the election.

I believe that the acceptance by both the international media/elites and important western governments of the election results of the First Round and Second Round, even with the challenges by Tymoshenko, were directly related to the successful undertakings of these efforts.

Our ability to access the international observers prior to their arrivals in Kyiv, giving them timely information that answered many of their questions with legal and logical analysis, were all connected to the advance work that we did through my network of lobbyists.

In organizing this group, I relied on a mixture of important political people and some well connected Public Affairs consulting firms.

GOVERNMENT

EXHIBIT

U.S. v. MANAFORT, 1:17-cr-201 (A.B.J.)

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PUBLIC AFFAIRS PLAN

The reason I explained the background of what I organized last year is because I felt that it was important for you to know of the active international media and lobbying operation that has been working on your behalf. What you saw in Kyiv was the tip of what was working in Europe and the US. This is why the response occurred as quickly as it did.

It is also important that you understand that this is what Tymoshenko has been doing on a much more massive scale for the last 5 years, (and Yushchenko too). Between paid lobbyists and the Ukrainian Diaspora, she had a very effective program in both Europe and the United States.

The good news is that we can build a similar system now that you are the President. I have specific ideas on how to do this and that is what I will set out in this Memorandum.

1. Goal of Representation

The purpose of the Public Affairs and Government Relations program is to promote your image and policies to the targeted audiences in Europe and the United States. We need to manage their understanding of what you are doing in Kyiv and how they can assist and interact with your Administration. These programs are common place in the western world and firms exist that specialize in a range of services.

The key is to manage this program in the context of your political and reform agenda as well as your governing agenda.

The program will consist of several aspects.

The first is the government relations aspects. We will build a multi faceted plan to communicate your programs to key officials and institutions in Washington, Brussels, the IMF, EBRD, EC. We will identify needs that we require from these institutions to complement your reform programs and economic programs. Then, using the resources of these firms we will develop the strategy and tactics to pursue our objectives. Utilizing their networks of relationships, we will build a group of professionals who will become the active lobbyists for your Administration.

Second, we will target the international media and academic elites. These groups have been totally misled by Tymoshenko and are just now beginning to understand her lies. They still do not have a feel for who Victor Yanukovich is. Their impressions have been developed by the Orange over the last 5 years. Just as we did in our early campaign strategy, we need to break these stereotypes of images in order to build a credible foundation for President Yanukovich to deal in the West. Thus, the second goal will be to work with identified media and to develop specific milestones on educating them in non-political environments. This will include both the print and electronic media and important Think Tanks. Like the campaign, this work must start early in order to be effective later.

Publically, they will be explaining the process to the media, elites and government officials in their respective countries. In reality, they will also be promoting your political agenda and developing support based on correct understanding on what you are doing in Ukraine. If we only rely on local media and the Ambassadorial corps in Kyiv we are at risk to their interpretations and prejudices. At a minimum we will be communicating your position to the important audiences in Europe and the US, and at a maximum we will be winning their support based on the message presentation.

3. My Role

I will be the manager of this process. In addition to continuing in the role I have been playing for you over the last 5 years, I would add this management function to my list of responsibilities. In fact, I have been doing this for you over the years. Now, we need to formalize it and have the government pay for the services that I have been personally paying for over the last 5 years.

I would have a separate contract which would be with a private company. As we did in the early days with SCM being my technical client while I, in fact, focused on your program, we would find another client (preferably not SCM since they have had this burden already), who would pay for my services under a multi-year contract. That contract would incorporate my services and infrastructure both in Kyiv and Washington for this work and the political, strategic and consulting work that I will do for you over the course of the next 5 years. The only work not incorporated in this contract would be campaign consulting for the Parliamentary and local elections. The political campaign work would be managed under a separate contract for those specific election and party building services.

Publically, I would not appear as a lobbyist for your Government. Those roles would be the firms that I bring in as your Government and Public Affairs consultants. In fact, I would be the point for all of these services.

4. Next Steps

We should begin to move on this process immediately. The timeline should be to finalize all of the details in the next 2 weeks and to bring the firms on board asap.

This is important because of all of the important activity that will be happening quickly after the Presidential Inauguration. The early agenda of work is massive, including developing papers and briefings on such activity as the new coalition, the reform initiatives, the identification of the Tymoshenko financial issues discovered upon taking office, the development of strategies to assist in the seeking of financial assistance from the West, and dealing with the Tymoshenko anti Yanukovich technologies that she will be promoting through her Western network of operatives.

These firms need to be working by mid March. It will take some time for them to be educated on events and they must be preparing for trips by President Yanukovich to Europe and the US.

The next steps are as follows:

- a. For You
 - i. Approval by you of the concept
 - ii. Designation by you of the person in Presidential Administration to be the coordinator of this project (SL did it in the campaign)
 - iii. Identification and Arrangement of Source (private company) to pay for PJM services
- b. For me once you approve concept
 - i. Development of scope of work with coordinator
 - ii. Identification of firms to consider
 - iii. Development of proposal from these firms we agree on
 - iv. Development of Budget
 - v. Finalization of contract for me with Ukrainian Company
 - vi. Negotiation of contracts by me with the Consulting Firms
 - vii. Arrangement for Briefing sessions with key people and new consultants

CONCLUSION

In the next several weeks, you will be besieged with proposals for technical services and contracts to advise you on your priorities as President (like the McKinsey project). It is important that those contracts be managed separately from what I am talking about here.

This is your personal program. The McKinsey type projects are the government management contracts. Some people will try to claim that they are one and the same. They are not.

We will use the Government as the foundation for us to build a worldwide program to educate and promote what you are doing as President. This will ensure that you never have to deal with a 2004 scenario again. Additionally, it will remove a major asset from Tymosenko as you will be able to claim equal if not superior support from the West as you build your reform program.

Like everything else, time is of the essence on this matter. However, unlike everything else, once you deal with the 3 issues listed in the previous section, I can take the work load off of you and get the job done without any major demands of your time.